

WEIL, GOTSHAL & MANGES LLP
Stephen Karotkin (*pro hac vice*)
(stephen.karotkin@weil.com)
Ray C. Schrock, P.C. (*pro hac vice*)
(ray.schrock@weil.com)
Jessica Liou (*pro hac vice*)
(jessica.liou@weil.com)
Matthew Goren (*pro hac vice*)
(matthew.goren@weil.com)
767 Fifth Avenue
New York, NY 10153-0119
Tel: 212 310 8000
Fax: 212 310 8007

KELLER & BENVENUTTI LLP
Tobias S. Keller (#151445)
(tkeller@kellerbenvenutti.com)
Jane Kim (#298192)
(jkim@kellerbenvenutti.com)
650 California Street, Suite 1900
San Francisco, CA 94108
Tel: (415) 496-6723
Fax: (415) 636-9251

Attorneys for Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

Bankruptcy Case No. 19-30088 (DM)

PG&E CORPORATION,

Chapter 11

- and -

(Lead Case) (Jointly Administered)

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

**SUMMARY SHEET TO FIRST INTERIM FEE
APPLICATION OF KELLER & BENVENUTTI
LLP FOR ALLOWANCE AND PAYMENT OF
COMPENSATION AND REIMBURSEMENT OF
EXPENSES (JANUARY 29, 2019 THROUGH
MAY 31, 2019)**

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric
Company
☒ Affects both Debtors

Date: September 25, 2019
Time: 9:30 a.m. (Pacific Time)
Place: United States Bankruptcy Court
Courtroom 17, 16th Floor
San Francisco, CA 94102
Judge: Hon. Dennis Montali

** All papers shall be filed in the Lead Case
No. 19-30088 (DM).*

**Objection Deadline: August 8, 2019
4:00 p.m. (Pacific Time)**

GENERAL INFORMATION

Name of Applicant: Keller & Benvenutti LLP (“Keller & Benvenutti” or the “Firm”)

Authorized to Provide Professional Services to: Attorneys for Debtors and Debtors in Possession

Petition Date: January 29, 2019

Retention Date: April 9, 2019 *nunc pro tunc* to January 29, 2019

Prior Applications: None

SUMMARY OF FEES AND EXPENSES SOUGHT IN THIS APPLICATION

Amount of Compensation Sought as Actual, Reasonable, and Necessary: **\$1,116,645.00**

Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary: **\$32,606.79**

Total Compensation and Expenses Requested for the Compensation Period: **\$1,149,251.79**

SUMMARY OF PRIOR MONTHLY FEE STATEMENTS

Date Filed	Period Covered	Requested Fees	Requested Expenses	Paid Fees	Paid Expenses	Holdback Fees Requested
4/10/19 [Dkt. No. 1332]	1/29/19 – 2/28/19	\$401,910.00	\$13,631.54	\$351,528.00	\$13,631.54	\$80,382.00
5/8/19 [Dkt. No. 1933]	3/1/19 – 3/31/19	\$248,035.00	\$11,119.23	\$198,428.00	\$11,119.23	\$49,607.00
6/6/19 [Dkt. No. 2435]	4/1/19 – 4/30/19	\$271,250.00	\$2,705.34	\$217,000.00	\$2,705.34	\$54,250.00
7/8/19 [Dkt. No. 2894]	5/1/19 – 5/31/19	\$195,450.00	\$5,150.68	\$0	\$0	\$39,090.00
		\$1,116,645.00	\$32,606.79	\$736,956.00	\$27,456.11	\$223,329.00

Summary of Any Objections to Monthly Fee Statements: None.

Compensation and Expenses Sought in this Interim Application Not Yet Paid: \$223,329.00¹

¹ Assumes payment received on May monthly fee request on or prior to the hearing hereon.

**COMPENSATION BY PROFESSIONAL
JANUARY 29, 2019 THROUGH MAY 31, 2019**

The attorneys and paraprofessionals who rendered legal services in these Chapter 11 Cases during the Interim Fee Period are:

NAME OF PROFESSIONAL:	POSITION	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Tobias S. Keller	Partner	1990	800	228.5	\$180,240
Peter J. Benvenuti	Partner	1974	800	351.5	\$281,200
Jane Kim	Partner	2003 ¹	650	451.4	\$287,885
Keith A. McDaniels	Of Counsel	1997	600	188.3	\$112,590
Berry Spears	Of Counsel	1982 ²	800	2.5	\$2,000
Dara L. Silveira	Associate	2010	400	4.5	\$1,800
Thomas B. Rupp	Associate	2011	400	432.4	\$172,960
Jacob Bodden	Paralegal Trainee	N/A	150	335.9	\$50,385
Stacy Osborne	Paralegal	N/A	225	122.6	\$27,585
Total Professionals:				2,117.6	\$1,116,645

¹ Member of the California Bar since 2014

² Member of the Texas Bar.

PROFESSIONALS	BLENDED RATE (rounded to nearest dollar)	TOTAL HOURS BILLED	TOTAL COMPENSATION
TOTALS:			
Partners and Counsel	707	1,222.2	\$863,915
Associates	400	436.9	\$174,760
Blended Attorney Rate	626	1,659.1	\$1,038,675
Paraprofessionals	170	458.5	\$77,970
Total Fees Incurred	527	2,117.6	\$1,116,645

**COMPENSATION BY WORK TASK CODE
JANUARY 29, 2019 THROUGH MAY 31, 2019**

TASK CODE	DESCRIPTION	HOURS	AMOUNT
001	First Day Administration Motions	156.6	\$90,687.50
002	Omnibus & Miscellaneous Court Appearances	24.6	\$16,875.00
003	Legal Research	11.4	\$4,675.00
004	General Case Administration	644.5	\$203,102.50
005	Automatic Stay Proceedings	224.5	\$158,855.00
006	Initial Debtor Interview, Meeting of Creditors, Creditor Inquiries	49.6	\$32,980.00
007	Professional Retention and Compensation – Keller & Benvenuti	82.9	\$48,840.00
008	Professional Retention and Compensation – Other Professionals	114.9	\$62,420.00
009	Financing and Cash Collateral	23.4	\$14,195.00
011	Creditors Committees – Communication & Negotiations	10.1	\$6,625.00
012	Tort Committees – Communication & Negotiation	28.4	\$21,105.00
013	U.S. Trustee – Communications & Negotiation	5.0	\$3,265.00
014	Employee Matters	56.1	\$34,345.00
015	Supplier Issues	65.4	\$37,670.00
016	General Asset Analysis and Recovery	1.7	\$1,240.00
017	Sale or Use of Property - Motions	18.7	\$11,540.00
018	Executory Contract Issues	39.0	\$22,600.00
019	Tax Issues	7.8	\$3,725.00
021	Plan – Advice, Strategy and Negotiation	12.6	\$9,390.00
022	Plan Disclosure Statements – Preparation of Documents	2.3	\$1,495.00
025	FERC Adversary Proceeding	151.7	\$98,635.00
026	Wildfire Litigation	21.7	\$13,145.00
027	Claims Review	11.3	\$6,620.00
028	Claim Disputes and Resolution	9.6	\$5,890.00
030	Non-working Travel	24.7	\$8,475.00
031	<i>[Expenses – See Expense Summary]</i>	n/a	n/a
032	USDC Probation Compliance and Monitoring	193.6	\$117,755.00
033	Equity Committee	.7	\$560.00
034	Third Party Injunction Action (PERA)	73.6	\$45,845.00
035	Government Relations and Communications	11.3	\$9,040.00
036	Miscellaneous Litigation Issues and Advice	39.9	\$25,050.00
TOTAL		2,117.6	\$1,116,645

EXPENSE SUMMARY
JANUARY 29, 2019 THROUGH MAY 31, 2019

EXPENSES	AMOUNTS
Computerized Research	\$0.00
Meals	\$0.00
Travel	\$1,657.32
Transportation	\$186.30
Duplicating	\$14,150.91
Transcription Services	\$9,550.70
Telephone Conferencing	\$227.50
Messenger	\$1,804.06
Filing Fees	\$5,030.00
Total Expenses Requested:	\$32,606.79

WEIL, GOTSHAL & MANGES LLP
Stephen Karotkin (*pro hac vice*)
(stephen.karotkin@weil.com)
Ray C. Schrock, P.C. (*pro hac vice*)
(ray.schrock@weil.com)
Jessica Liou (*pro hac vice*)
(jessica.liou@weil.com)
Matthew Goren (*pro hac vice*)
(matthew.goren@weil.com)
767 Fifth Avenue
New York, NY 10153-0119
Tel: 212 310 8000
Fax: 212 310 8007

KELLER & BENVENUTTI LLP
Tobias S. Keller (#151445)
(tkeller@kellerbenvenutti.com)
Jane Kim (#298192)
(jkim@kellerbenvenutti.com)
650 California Street, Suite 1900
San Francisco, CA 94108
Tel: (415) 496-6723
Fax: (415) 636-9251

Attorneys for Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

Bankruptcy Case No. 19-30088 (DM)

PG&E CORPORATION,

Chapter 11

- and -

(Lead Case) (Jointly Administered)

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

**FIRST INTERIM FEE APPLICATION OF
KELLER & BENVENUTTI LLP FOR
ALLOWANCE AND PAYMENT OF
COMPENSATION AND REIMBURSEMENT OF
EXPENSES (JANUARY 29, 2019 THROUGH
MAY 31, 2019)**

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric
Company
☒ Affects both Debtors

Date: September 25, 2019
Time: 9:30 a.m. (Pacific Time)
Place: United States Bankruptcy Court
Courtroom 17, 16th Floor
San Francisco, CA 94102
Judge: Hon. Dennis Montali

** All papers shall be filed in the Lead Case
No. 19-30088 (DM).*

**Objection Deadline: August 8, 2019
4:00 p.m. (Pacific Time)**

1 Keller & Benvenuti LLP (“**Keller & Benvenuti**” or the “**Firm**”), co-counsel for PG&E
2 Corporation and Pacific Gas and Electric Company (the “**Debtors**”) in the above-captioned chapter 11
3 cases (the “**Chapter 11 Cases**”), hereby submits its First Interim Fee Application (the “**Interim**
4 **Application**”) for allowance and payment of compensation for professional services rendered and for
5 reimbursement of actual and necessary expenses incurred for the period commencing January 29,
6 2019, through May 31, 2019 (the “**Interim Fee Period**”), pursuant to the *Order Pursuant to 11 U.S.C*
7 *§§ 331 and 105(a) and Fed. R. Bankr. P. 2016 for Authority to Establish Procedures for Interim*
8 *Compensation and Reimbursement of Expenses of Professionals*, entered on February 27, 2019
9 [Docket No. 701] (the “**Interim Compensation Procedures Order**”), sections 330 and 331 of title 11
10 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy
11 Procedure (the “**Bankruptcy Rules**”), the *Guidelines for Compensation and Expense Reimbursement*
12 *of Professionals and Trustees* (the “**Northern District Guidelines**”), the *United States Trustee*
13 *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under*
14 *11 U.S.C. § 330* (the “**UST Guidelines**”), and the Local Bankruptcy Rules for the Northern District of
15 California.

16 The Interim Application is based upon the points and authorities cited herein, the Declaration
17 of Tobias S. Keller filed concurrently herewith, the exhibits attached hereto and thereto, the pleadings,
18 papers, and records on file in this case, and any evidence or argument that the Court may entertain at
19 the time of the hearing on the Interim Application.

20 **CASE BACKGROUND AND STATUS**

21 **A. The Debtors’ Bankruptcy Proceedings**

22 The Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code on
23 January 29, 2019 (the “**Petition Date**”). The Debtors continue to operate their businesses and manage
24 their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy
25 Code. No trustee or examiner has been appointed.

26 On February 12, 2019, the Office of the United States Trustee for the Northern District of
27

1 California (the “**U.S. Trustee**”) appointed an Official Committee of Unsecured Creditors in the
2 Debtors’ cases (the “**Creditors’ Committee**”). On February 15, 2019, the U.S. Trustee appointed an
3 Official Committee of Tort Claimants (the “**TCC**”). On May 29, 2019, upon the request of the U.S.
4 Trustee, the Court appointed Professor Bruce A. Markell as the fee examiner in these Chapter 11 Cases
5 (the “**Fee Examiner**”).

6 A description of the Debtors’ business, capital structure, and the circumstances leading to the
7 filing of these Chapter 11 Cases is set forth in the *Amended Declaration of Jason P. Wells in Support*
8 *of First Day Motions and Related Relief* [Docket No. 263].

9 **B. The Debtors’ Retention of Keller & Benvenuti**

10 On April 10, 2019, the Court entered the *Order Authorizing Debtors Pursuant to 11 U.S.C.*
11 *§ 327(a) and Fed. R. Bankr. P. 2014(a) and 2016 to Retain and Employ Keller & Benvenuti LLP Nunc*
12 *Pro Tunc to the Petition Date* [Docket No. 1306] (the “**Retention Order**”). A copy of the Retention
13 Order is attached hereto as **Exhibit A**.

14 The Retention Order authorizes the Debtors to compensate and reimburse the Firm pursuant to
15 the Bankruptcy Code, the Bankruptcy Rules, the Northern District Guidelines, and the Interim
16 Compensation Order. Subject to the Firm’s application to the Court, the Debtors also are authorized
17 by the Retention Order to compensate Keller & Benvenuti at the Firm’s standard hourly rates for
18 services performed and to reimburse it for actual and necessary expenses incurred. The Retention
19 Order authorizes Keller & Benvenuti to provide the following services to the Debtors:

- 20 • Appear in Court on behalf of the Debtors;
- 21 • Provide legal advice regarding the Debtors’ rights and obligations as debtors in possession
22 and regarding local rules, practices, and procedures;
- 23 • Act to protect and preserve the Debtors’ estates through the prosecution of actions on the
24 Debtors’ behalf, defense of actions commenced against the Debtors, negotiation of disputes
25 in which the Debtors are involved, and preparation of objections to claims filed against the
26 Debtors’ estates;

- Prepare on behalf of the Debtors any necessary applications, motions, answers, orders, reports, and other legal papers;
- Provide traditional services of local co-counsel including, without limitation: monitoring the docket for filings and coordinating with co-counsel in pending matters that need response; preparing agenda letters, certificates of no objection, certifications of counsel, and notices of fee applications and hearings; preparing hearing binders of documents and pleadings; and preparing documents and pleadings for hearings;
- Handle inquiries and calls from creditors and counsel to interested parties regarding pending matters and the general status of the Chapter 11 Cases and, to the extent required, coordinate with co-counsel on any necessary responses;
- Act as primary counsel in the event that debtor's lead bankruptcy counsel has a disabling conflict, believes it would be more efficient, or otherwise desires the Firm to act in such capacity in discrete matters; and
- Provide additional support to the Debtors and to co-counsel, as requested.

C. Professional Compensation and Reimbursement of Expenses Requested

By this Interim Application, the Firm seeks interim allowance of compensation in the amount of \$1,116,645.00 and actual and necessary expenses in the amount of \$32,606.79, for a total allowance of \$1,149,251.79, and payment of \$223,329.00 (20% of the allowed fees) for the Interim Fee Period.

All services for which Keller & Benvenuti requests compensation were performed for or on behalf of the Debtors. Keller & Benvenuti has received no payment and no promises for payment from any source other than the Debtors for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Interim Application.

There is no agreement or understanding between Keller & Benvenuti and any other person other than the partners of Keller & Benvenuti for the sharing of compensation to be received for services rendered in these cases. As of the Petition Date, the Firm had a remaining credit balance in favor of the Debtors for professional services performed and to be performed, and expenses incurred

1 and to be incurred, in connection with these Chapter 11 Cases in the amount of \$111,105.20. In
2 connection with these Chapter 11 Cases, as of this date Keller & Benvenutti has been paid \$736,956.00
3 in fees and reimbursed \$27,456.11 in expenses. These amounts have been paid pursuant to the Interim
4 Compensation Order but not yet allowed.

5 The Firm has billed the Debtors in these Chapter 11 Cases in accordance with its existing
6 billing rates and procedures in effect during the Interim Fee Period. These rates are the same rates
7 Keller & Benvenutti charges for services rendered by its attorneys and paraprofessionals in comparable
8 matters, and are reasonable given the compensation charged by comparably skilled practitioners in
9 similar matters in both the California and national markets. The Summary Sheet filed herewith
10 contains tables listing the Keller & Benvenutti attorneys and paraprofessionals who have performed
11 services for the Debtors during the Interim Fee Period, including their job titles, hourly rates, aggregate
12 number of hours worked in this matter, and, for attorneys, the year in which each professional was
13 licensed to practice law. The Summary Sheet also contains a table summarizing the hours worked by
14 the Firm's attorneys and paraprofessionals broken down by project billing code. Keller & Benvenutti
15 maintains computerized time records, which have been filed on the docket with the Firm's monthly fee
16 statements and furnished to the Debtors, counsel for the Creditors' Committee and the TCC, the U.S.
17 Trustee, and the Fee Examiner in the format specified by the Interim Compensation Order.

18 **D. Budget and Budget-to-Actual Performance**

19 For the period ending February 29, March 31, April 30, and May 31, 2019, Keller &
20 Benvenutti provided budget estimates to the Debtors of \$375,000, \$280,000, \$250,000, and \$250,000
21 respectively. The Firm's actual fees during these periods were usually lower than predicted, and actual
22 experience was never more than ten (10%) greater than estimated.

23 **JURISDICTION**

24 This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. sections 157 and 1334.
25 This is a core proceeding pursuant to 28 U.S.C. section 157(b). Venue is proper before this Court
26 pursuant to 28 U.S.C. sections 1408 and 1409.

1 **PROJECT BILLING AND NARRATIVE STATEMENT OF SERVICES RENDERED**

2 During the Interim Fee Period, Keller & Benvenuti professionals expended 2,117.6 hours on
3 behalf of the Debtors. Of this, 1,222.2 hours were expended by partners and of counsel, 436.9 by
4 associates, and 458.5 by paraprofessionals. Keller & Benvenuti's attorneys bill at hourly rates ranging
5 from \$400 to \$800, for a blended attorney rate of \$626 during the Interim Fee Period.

6 In accordance with the Interim Compensation Procedures Order, the Northern District
7 Guidelines, and the Local Rules, the Firm has classified services performed into thirty-five specific
8 categories set forth below. Keller & Benvenuti has attempted to place the services provided in the
9 category that best relates to such services; because certain services may relate to one or more
10 categories, however, services pertaining to one category may in fact be included in another category.

11 **A. First Day Administration Motions**

12 This billing code relates to work performed by Keller & Benvenuti attorneys with respect to
13 the motions filed on the Petition Date (the "**First Day Motions**"). As local counsel, the Firm and its
14 paraprofessionals handled all aspects of document management and logistics with respect to the First
15 Day Motions, including preparing materials for the Court. In addition to revising, finalizing, and filing
16 the First Day Motions, Keller & Benvenuti attorneys: (1) represented the Debtors at the January 29,
17 2019 status conference and January 31, 2019 hearing on the First Day Motions; (2) prepared and filed
18 the orders on the First Day Motions; (3) conferred with parties in interest regarding response deadlines
19 and objections to the First Day Motions; (4) communicated with Court staff regarding hearing and
20 document procedures; and (5) prepared for and represented the Debtors at the February 27, 2019, and
21 March 13, 2019, "Second Day" hearings with respect to objections to the First Day Motions.

22 Total Hours: 156.6 Total Fees: \$90,687.50

23 ///

24 ///

25 ///

26 ///

1 **B. Omnibus & Miscellaneous Court Appearances**

2 During the Interim Fee Period, Keller & Benvenutti attorneys represented the Debtors at the
3 omnibus hearings on March 27, April 9, April 10, April 23, April 24, May 9, and May 22, 2019.

4 Total Hours: 24.6 Total Fees: \$16,875.00

5 **C. Legal Research**

6 During the Interim Fee Period, Keller & Benvenutti researched various issues including
7 mechanics' liens and plan support agreements.

8 Total Hours: 11.4 Total Fees: \$4,675.00

9 **D. General Case Administration**

10 This billing code relates to all aspects of the administration of the Debtors' bankruptcy cases.
11 The Firm's role as the Debtors' local counsel necessitates it taking on a proportionately larger share of
12 administrative workflow necessary to keep these Chapter 11 Cases running smoothly. During the
13 Interim Fee Period, Keller & Benvenutti attorneys:

- 14 • Assisted the Debtors and their advisors with administrative issues surrounding the
- 15 commencement of these Chapter 11 Cases, including *pro hac vice* applications, ECF
- 16 notices, and ordering hearing transcripts;
- 17 • Communicated with the Debtors regarding the first day motions and relief sought thereby;
- 18 • Tracked pending motions and papers and reviewed the case docket;
- 19 • Drafted and uploaded orders following hearings;
- 20 • Electronically filed documents on behalf of the Debtors' other professionals;
- 21 • Drafted the agendas for the omnibus hearings before this Court;
- 22 • In the case of the Debtors' paraprofessionals, prepared binders and other demonstrative
- 23 materials for hearings before the Court;
- 24 • Communicated with the Debtors and the Debtors' other professionals regarding work in
- 25 process;
- 26 • Prepared hearing notices;

- Communicated with Court staff regarding hearing and filing logistics; and
- Participated in weekly calls with the Debtors' other professionals discussing the status of upcoming motions and planning for upcoming hearings

Total Hours: 644.5 Total Fees: \$203,102.50

E. Automatic Stay Proceedings

During the Interim Period, Keller & Benvenutti analyzed and advised the Debtors with respect to automatic stay issues relating to, among others: (1) the Valero litigation, (2) issues relating to insurance with respect to the Ghost Ship fire, (3) asbestos plaintiffs, (4) Enel Green Power North America, Inc., (5) AECOM Technical Services, Inc., (6) CCSF, (7) Rick Bowlinger, (8) Kevin Thompson and Mia Nash, (9) Philip Verwey Farms, (10) Save Lafayette Trees, (11) Marina and Mikhail Gelman, (12) PVF, (13) Coltan, and (14) the California Public Utilities Commission. On these matters, the Firm advised the Debtors regarding strategy, coordinated with the Debtors' other professionals, drafted stipulations, and prepared filings.

Total Hours: 224.5 Total Fees: \$158,855.00

F. Initial Debtor Interview, Meeting of Creditors, Creditor Inquiries

During the Interim Fee Period, the Firm assisted the Debtors and their other professionals in preparing for the Initial Debtor Interview and the March 4, 2019, initial meeting of creditors pursuant to section 341 of the Bankruptcy Code. This work included conferences both internally and with the U.S. Trustee regarding noticing procedures and substantive preparation. The Firm also advised the Debtors with respect to their monthly operating reports and 2015.3 report and schedules and statements of financial affairs.

Total Hours: 49.6 Total Fees: \$32,980.00

G. Professional Retention and Compensation – Keller & Benvenutti

During the Interim Fee Period, Keller & Benvenutti: (1) drafted the *Application of Debtors Pursuant to 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014(a) and 2016 for Authority to Retain and Employ Keller & Benvenutti LLP as Co-Counsel for the Debtors Nunc Pro Tunc to the Petition Date*

[Docket No. 869] and its supporting documents, and performed a detailed conflicts check and (2) prepared monthly fee statements [Docket Nos. 1332, 1933, 2435, and 2894].

Total Hours: 82.9 Total Fees: \$48,840.00

H. Professional Retention and Compensation – Other Professionals

During the Interim Fee Period, Keller & Benvenuti, among other things: (1) consulted with the Debtors' other professionals regarding and filed retention applications and fee statements for nearly twenty professionals; (2) assisted in drafting a motion to approve interim compensation procedures for professionals; (3) assisted in drafting a motion to retain professionals in the ordinary course; (4) advised the Debtors' other professionals regarding local practice with respect to retainers and reimbursable expenses; (5) advised the Debtors and the Debtors' other professionals regarding the appointment of the Fee Examiner on the U.S. Trustee's motion; and (6) advised the Debtors and the Debtors' other professionals regarding the retention of other estate professionals, including counsel for the Creditors' Committee and TCC.

Total Hours: 114.9 Total Fees: \$62,240.00

I. Financing and Cash Collateral

This category relates to work regarding the Debtors' DIP Facilities. During the Interim Fee Period, the Firm advised the Debtors and assisted the Debtors' other professionals in negotiating the DIP Facilities, drafting and filing the motion to approve the DIP Facilities and its supporting documents, including the interim and final orders. Keller & Benvenuti also assisted the Debtors and the Debtors' other professionals with respect to the *Motion to (A) Continue Hedging Programs, (B) Enter Into and Perform Under Postpetition Hedging Transactions, and (C) Pledge Collateral and Honor Obligations Thereunder* [Docket No. 780] and supporting documents.

Total Hours: 23.40 Total Fees: \$14,195.00

J. Creditors Committees – Communication and Negotiations

During the Interim Fee Period, the Firm attended and helped coordinate the Creditors' Committee formation meeting, negotiated with the Creditors' Committee regarding stipulations to

1 extend response deadlines, and assisted the Debtors' other professionals in litigating a Rule 2004
2 examination request dispute with the TCC, including drafting letter briefs to the Court.

3 Total Hours: 10.1 Total Fees: \$6,625.00

4 **K. Tort Committees – Communication and Negotiations**

5 Keller & Benvenutti attorneys conferred with the Debtors' other professionals, tort claimants'
6 counsel, and the U.S. Trustee regarding the formation of the TCC, attended the TCC formation
7 meeting, and communicated with the TCC and the Debtors' other professionals regarding the TCC's
8 information requests.

9 Total Hours: 28.4 Total Fees: \$21,105.00

10 **L. U.S. Trustee – Communication and Negotiations**

11 During the Interim Fee Period, the Firm communicated regularly with the U.S. Trustee on a
12 range of issues relating to general case administration as well as to the U.S. Trustee's comments on
13 specific motions and the Debtors' monthly operating reports. Keller & Benvenutti attorneys also
14 communicated with the U.S. Trustee regarding the appointment of a fee examiner.

15 Total Hours: 5.0 Total Fees: \$3,265.00

16 **M. Employee Matters**

17 During the Interim Fee Period, Keller & Benvenutti evaluated and advised the Debtors and the
18 Debtors' other professionals on issues relating to: (1) employee litigations; (2) a Short-Term Incentive
19 Plan and motion and supporting documents in support thereof; (3) the terms of a Key Employee
20 Incentive Plan and motion and support documents; and (4) the motions with respect to employee
21 obligations.

22 Total Hours: 56.1 Total Fees: \$34,345.00

23 **N. Supplier Issues**

24 The Firm communicated directly with the Debtors' various suppliers or their counsel and
25 advised the Debtors and the Debtors' other professionals regarding suppliers' potential prepetition
26 claims, issues surrounding designating suppliers as critical vendors, and administrative expense claims,
27

1 including claims under section 503(b)(9) of the Bankruptcy Code. Several Keller & Benvenutti
2 attorneys also used this billing code for work performed in Adversary Proceeding No. 19-03008, *JH*
3 *Kelly, LLC v. AECOM Technical Services, Inc.*

4 Total Hours: 65.4 Total Fees: \$37,670.00

5 **O. General Asset Analysis and Recovery**

6 This billing code relates to work performed by one Keller & Benvenutti attorney with respect
7 to a variety of asset recovery issues, including bonding and collateral recapture, recovery of unclaimed
8 checks and insurance reimbursements, and escheatment.

9 Total Hours: 1.7 Total Fees: \$1,240.00

10 **P. Sale or Use of Property – Motions**

11 Work in this billing category relates to the Debtors' efforts to sell real property, acquire third-
12 party property, and bring eminent domain proceedings to judgment, including the motion in support
13 thereof [Docket No. 1004] and its supporting documents, as well as attempts to continue performance
14 under a prepetition settlement agreement with Butte County. During the Interim Fee Period, the Firm
15 also assisted the Debtors' other professionals with the *Motion Pursuant to 11 U.S.C. §§ 105(a) and*
16 *363(b) and Fed. R. Bankr. P. 2002 and 6004(h) for an Order (a) Authorizing Debtors to Establish and*
17 *Fund Program to Assist Wildfire Claimants with Alternative Living Expenses and (b) Granting Related*
18 *Relief* [Docket No. 1777] and its supporting documents.

19 Total Hours: 18.7 Total Fees: \$11,540.00

20 **Q. Executory Contract Issues**

21 During the Interim Period, Keller & Benvenutti advised the Debtors in connection with various
22 matters relating to the treatment of executory contracts and unexpired leases. Among other things,
23 Keller & Benvenutti: (1) advised the Debtors and the Debtors' other professionals regarding the
24 potential modification or rejection of certain contracts and leases; (2) communicated with contract
25 counterparties to address certain disputes and inquiries, including with respect to the potential
26 modification or rejection of their contracts; and (3) researched issues surrounding administrative
27

1 expense claims by executory contract counterparties. The Firm spent a significant amount of time
2 during the Interim Fee Period on the assumption of the Debtors' contracts with Quanta Energy
3 Services, LLC.

4 Total Hours: 39.0

Total Fees: \$22,600.00

5 **R. Tax Issues**

6 The Firm advised the Debtors and assisted the Debtors' other professionals with respect to
7 issues surrounding the Debtors' tax obligations, including the initial and supplemental motions
8 authorizing the Debtors to pay their prepetition taxes and assessments [Docket Nos. 11 and 761] and
9 the *Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a) and 362 for Interim and Final Orders*
10 *Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Stock of, and*
11 *Claims Against, the Debtors* [Docket Nos. 10, 212, 1094].

12 Total Hours: 7.8

Total Fees: \$3,725.00

13 **S. Plan – Advice, Strategy, and Negotiation**

14 Since the beginning of these Chapter 11 Cases, the Firm has been in discussions with the
15 Debtors and the Debtors' other professionals regarding paths to resolution of the cases. In addition to
16 these conversations, this billing code also covers work performed with respect to the Exclusivity
17 Motion and plan support agreements.

18 Total Hours: 12.6

Total Fees: \$9,390.00

19 **T. Plan and Disclosure Statements – Preparation of Documents**

20 This billing code also relates to work performed on plan support agreements and the
21 Exclusivity Motion.

22 Total Hours: 2.3

Total Fees: \$1,495.00

23 **U. FERC Adversary Proceeding**

24 Work in this billing category relates to Adversary Proceeding No. 19-03003, *PG&E*
25 *Corporation, Pacific Gas and Electric Company v. Federal Energy Regulatory Commission*. During
26 the Interim Fee Period, Keller & Benvenuti attorneys assisted in preparing the adversary complaint
27

1 against the FERC, including coordinating with the Debtors' other professionals regarding service and
2 scheduling, responses to motions to intervene and motions to withdraw the reference. The Firm also
3 was involved with briefing on the Debtors' motion for a preliminary injunction, evidentiary issues
4 surrounding the same, and the stipulation for judgment.

5 Total Hours: 151.7 Total Fees: \$98,635.00

6 **V. Wildfire Litigation**

7 Work in this billing category relates to litigation arising from the 2017 and 2018 Northern
8 California wildfires. During the Interim Fee Period, the Firm represented the Debtors and assisted the
9 Debtors' other professionals with respect to Adversary Proceeding No. 19-03005, *Herndon et al. v.*
10 *PG&E Corporation et al.*

11 Total Hours: 21.7 Total Fees: \$13,145.00

12 **W. Claims Review**

13 This category relates to issues regarding creditors' asserted claims. During the Interim Fee
14 Period, Keller & Benvenuti attorneys advised the Debtors and the Debtors' other professionals
15 regarding certain proofs of claim, the deadline to file proofs of claim (the "**Bar Date**"), mechanics'
16 liens, and escheatment issues.

17 Total Hours: 11.3 Total Fees: \$6,620.00

18 **X. Claim Disputes and Resolution**

19 The Firm advised the Debtors and the Debtors' other professionals with respect to setting the
20 Bar Date, including the motion and supporting documents and stipulations to extend response times
21 thereto.

22 Total Hours: 9.6 Total Fees: \$5,890.00

23 ///

24 ///

25 ///

26 ///

1 **Y. Non-Working Travel**

2 The Firm bills non-working travel time at fifty percent of its regular hourly rates.² While the
3 Firm's travel is limited, Firm attorneys billed for travel time primarily in two instances. In February,
4 Tobias Keller traveled to Washington, D.C. and represented the Debtors at meetings with California
5 Congressional delegations and Congressional committees. In March, Jane Kim traveled to New York
6 to meet with lead counsel on various matters.

7 Total Hours: 24.7 Total Fees: \$8,475.00

8 **Z. USDC Probation Compliance and Monitoring**

9 This billing code relates to monitoring work performed by the Firm with respect to the criminal
10 case against the Debtors pending in the United States District Court for the Northern District of
11 California (the "**District Court**"). Keller & Benvenuti monitored the proceedings in the District
12 Court to ensure preparedness should there be any impact on the smooth administration of these
13 Chapter 11 Cases, including attending hearings and reviewing pleadings, and advised the Debtors
14 regarding the same.

15 Total Hours: 193.6 Total Fees: \$117,755.00

16 **AA. Equity Committee**

17 During the Interim Fee Period, the Firm advised the Debtors' other professionals and
18 communicated with the U.S. Trustee regarding the appointment of an equity committee.

19 Total Hours: .7 Total Fees: \$560.00

20 **BB. Third Party Injunction Action (PERA)**

21 This billing code relates to work performed in Adversary Proceeding No. 19-03006, *PG&E*
22 *Corporation, Pacific Gas and Electronic Company v. Public Employees Retirement Association of*
23 *New Mexico, et al.* During the Interim Fee Period, the Firm advised the Debtors and the Debtors' other
24

25 ² This treatment is consistent with the UST Guidelines and other guidance but is not consistent
26 with the Northern District Guidelines. Keller & Benvenuti understands that this issue may need to be
27 addressed to the Court.

professionals regarding a preliminary injunction against the defendants. Keller & Benvenutti coordinated preparation of documents, filing, and service of various papers in the adversary proceeding, including filings under seal.

Total Hours: 73.6 Total Fees: \$45,845.00

CC. Government Relations and Communications

In February, Tobias Keller traveled to Washington, D.C. to represent the Debtors at meetings with various constituencies on Capitol Hill, including Congressional and Senate delegations and Congressional committees, regarding the bankruptcy cases.

Total Hours: 11.3 Total Fees: \$9,040.00

DD. Miscellaneous Litigation Issues and Advice

The Firm has endeavored to create separate billing codes for larger litigation matters. However, this category serves as a catch-all for smaller litigation matters. During the Interim Fee Period, Keller & Benvenutti assisted the Debtors and the Debtors' other professionals with logistical matters relating to court appearances, e-filing notices, and setting the omnibus hearing agendas on litigation issues. This billing code also has been applied to work performed in Adversary Proceeding No. 19-03008, *JH Kelly, LLC v. AECOM Technical Services, Inc.* and Adversary Proceeding No. 19-03015, *Ad Hoc Group of Subrogation Claim Holders v. PG&E Corporation et al.*

Total Hours: 39.9 Total Fees: \$25,050.00

///

///

///

///

///

///

///

///

- 1
- 2
- 3
- 4
- 5
- 6
- 7
- 8
- 9
- 10
- 11
- 12
- 13
- 14
- 15
- 16
- 17
- 18
- 19
- 20
- 21
- 22
- 23
- 24
- 25
- 26
- 27
- 28

3 As is its typical practice in chapter 11 cases, the Firm advanced costs on behalf of the Debtors
4 in connection with the discharge of the duties described in the Interim Application. During the Interim
5 Fee Period, Keller & Benvenuti incurred a total of \$32,606.79 in expenses. These expenses, which
6 include reproduction of hearing binders, payment of *pro hac vice* and filing fees, and ordering hearing
7 transcripts, are reasonable and necessary to the smooth administration of these Chapter 11 Cases.
8 Receipts for all significant expenses have been provided to the Debtors and the Fee Examiner.

9 LEGAL BASIS FOR INTERIM COMPENSATION

10 The professional services for which Keller & Benvenuti requests interim allowance of
11 compensation and reimbursement of expenses were rendered and incurred in connection with this case
12 in the discharge of Keller & Benvenuti's professional responsibilities as attorneys for the Debtors in
13 these Chapter 11 Cases. Keller & Benvenuti's services have been necessary and beneficial to the
14 Debtors and their estates, creditors, and other parties in interest.

15 In accordance with the factors enumerated in section 330 of the Bankruptcy Code, Keller &
16 Benvenutti respectfully submits that the amount requested by Keller & Benvenutti is fair and
17 reasonable given the complexity of these Chapter 11 Cases, the time expended, the nature and extent of
18 the services rendered, the value of such services, and the costs of comparable services other than in a
19 case under the Bankruptcy Code. Moreover, Keller & Benvenutti has reviewed the requirements of the
20 Interim Compensation Procedures Order, the Northern District Guidelines, and the UST Guidelines
21 and believes that the Interim Application complies with all of them except as specifically noted herein.

22 AVAILABLE FUNDS

23 The Firm understands that the Debtors' estate has sufficient funds available to pay the fees and
24 costs sought herein.

25 |||

26 |||

- 1
- 2
- 3
- 4
- 5
- 6
- 7
- 8
- 9
- 0
- 1
- 2
- 3
- 4
- 5
- 6
- 7
- 8
- 9
- 0
- 1
- 2
- 3
- 4
- 5
- 6
- 7
- 8

CONCLUSION

Keller & Benvenutti respectfully requests an interim allowance to Keller & Benvenutti for compensation in the amount of \$1,116,645.00 and actual and necessary expenses in the amount of \$32,606.79, for a total allowance of \$1,149,251.79, and an authorization for payment of \$223,329.00 (20% of the allowed fees); and for such other and further relief as this Court deems proper.

Keller & Benvenuti respectfully requests an interim allowance to Keller & Benvenuti for compensation in the amount of \$1,116,645.00 and actual and necessary expenses in the amount of \$32,606.79, for a total allowance of \$1,149,251.79, and an authorization for payment of \$223,329.00 (20% of the allowed fees); and for such other and further relief as this Court deems proper.

Respectfully submitted,

KELLER & BENVENUTTI LLP

By: /s/ Tobias S. Keller
Tobias S. Keller

Attorneys for Debtors and Debtors in Possession

Notice Parties

PG&E Corporation
c/o Pacific Gas & Electric Company
Attn: Janet Loduca, Esq.
77 Beale Street
San Francisco, CA 94105

Weil, Gotshal & Manges LLP
Attn: Stephen Karotkin, Esq.
Jessica Liou, Esq.
Matthew Goren, Esq.
767 Fifth Avenue
New York, NY 10153

The Office of the United States Trustee for Region 17
Attn: Andrew Vara, Esq.
Timothy Laffredi, Esq.);
450 Golden Gate Avenue, 5th Floor, Suite #05-0153
San Francisco, CA 94102

Milbank LLP
Attn: Dennis F. Dunne, Esq.
Sam A. Khalil, Esq.
55 Hudson Yards
New York, NY 10001-2163

Milbank LLP
Attn: Paul S. Aronzon, Esq.,
Gregory A. Bray, Esq.,
Thomas R. Kreller, Esq.
2029 Century Park East, 33rd Floor
Los Angeles, CA 90067

Baker & Hostetler LLP
Attn: Eric Sagerman, Esq. and
Cecily Dumas, Esq.
11601 Wilshire Boulevard, Suite 1400
Los Angeles, CA 90025-0509